



French Public Limited Company with Board of Directors
with a share capital of € 13,704,097
Registered office: 49 Boulevard du Général Martial Valin, 75015 Paris
410 910 095 R.C.S. Paris

NOTICE
TO ORDINARY SHAREHOLDERS' MEETING
OF APRIL 26, 2019

The shareholders are called to attend an ordinary general meeting to be held on **April 26, 2019 at 10 a.m.**, at **hotel Mercure Paris Vaugirard Porte de Versailles, 69 boulevard Victor, 75015 Paris**. If a quorum is not achieved, a new General Meeting will be convened on **May 22, 2019, at 1 p.m., at the same location**.

The General Meeting is called to deliberate on the following agenda:

- reading of the Board's management report, including the report on corporate governance, and presentation by the Board of the annual and consolidated financial statements for the fiscal year ended 31 December 2018;
- reading of the statutory auditors' reports on the annual and consolidated financial statements for the year ended 31 December 2018, on corporate governance and the regulated agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code;
- first resolution: approval of the annual financial statements for the fiscal year ended 31 December 2018;
- second resolution: approval of the consolidated financial statements for the fiscal year ended 31 December 2018;
- third resolution: allocation of profit or loss for the fiscal year ended 31 December 2018;
- fourth resolution: examination of the regulated agreements referred to in Articles L. 225-38 *et seq.* of the Commercial Code;
- fifth resolution: renewal of the term of office of a member of the Board of Directors (*Danielle Guyot-Caparros*);
- sixth resolution: renewal of the term of office of a member of the Board of Directors (*Jean-Pierre Bizarri*);
- seventh resolution: renewal of the term of office of a member of the Board of Directors (*Jean-Pierre Kinet*);
- eighth resolution: approval of the remuneration due or attributed during 2018 to the Chairman of

the Board of Directors, Joseph Zakrzewski;

- ninth resolution: approval of the remuneration due or attributed during 2018 to the Chief Executive Officer, Judith Greciet;
- tenth resolution: approval of the principles and criteria for the determination, allocation, and attribution of fixed, variable and exceptional items making up the total remuneration and benefits in kind due to Joseph Zakrzewski, for his term as Chairman of the Board of Directors for 2019 and to his successor for his term as Chairman of the Board of Directors;
- eleventh resolution: approval of the principles and criteria for the determination, allocation, and attribution of fixed, variable and exceptional items making up the total remuneration and benefits in kind attributable to Judith Greciet for her term as Chief Executive Officer for the year 2019;
- twelfth resolution: approval of the share option or purchase plan as adopted by the Board of Directors on 27 July 2018;
- thirteenth resolution: authorisation to be given to the Board of Directors to allow the Company to buy back its own shares.

TEXT OF THE RESOLUTIONS

First resolution

Approval of the annual financial statements for the fiscal year ended 31 December 2018

The General Meeting, ruling under the conditions of quorum and majority required for Annual General Meetings,

having read the Board of Directors' report and the statutory auditors' reports,

approved the annual financial statements for the fiscal year ended 31 December 2018 as presented to it, as well as the transactions shown in these financial statements and summarised in these reports.

Second resolution

Approval of the consolidated financial statements for the fiscal year ended 31 December 2018

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the report of the Board of Directors on the consolidated financial statements for the fiscal year ended 31 December 2018, as well as the report of the statutory auditors thereon,

approved the said consolidated financial statements, as presented to it, as well as the transactions shown in these statements and summarised in these reports.

Third résolution

Allocation of profit or loss for the fiscal year ended 31 December 2018

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

after read the management report,

noting that the loss for the year ended 31 December 2018 amounted to € 12,955,413,

decided to allocate the said loss in full to the retained earnings account, thus increasing it from € 0 to € 12,955,413.

In accordance with the law, the General Meeting noted that no dividends were distributed during the past three fiscal years.

Pursuant to Article 223 quarter of the Tax Code, the General Meeting acknowledged that the Company did not incurred any expense or charge referred to in Article 39-4 of the said Code.

Fourth résolution

Examination of the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

after read the statutory auditor's special report on the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code and ruling on this report,

noted that no new agreement was entered into during the past fiscal year.

Fifth résolution

Renewal of the term of office of a member of the Board of Directors (Danielle Guyot-Caparros)

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the report of the Board of Directors and noting that Danielle Guyot-Caparros' term of office expires at the end of this General Meeting,

decided to renew Danielle Guyot-Caparros' term of office for a further three-year term, expiring at the end of the 2022 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2021.

Danielle Guyot-Caparros indicated in advance that she would accept the renewal of her term of office as Director and was not subject to any incompatibility that might prevent her from exercising it.

Sixth résolution

Renewal of the term of office of a member of the Board of Directors (Jean-Pierre Bizarri)

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the report of the Board of Directors and noting that Jean-Pierre Bizarri's term of office expires at the end of this General Meeting,

decided to renew Jean-Pierre Bizarri's term of office for a further three-year term, expiring at the end of the 2022 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2021.

Jean-Pierre Bizarri indicated in advance that he would accept the renewal of his term of office as Director and was not subject to any incompatibility that might prevent him from exercising it.

Seventh résolution

Renewal of the term of office of a member of the Board of Directors (Jean-Pierre Kinet)

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the report of the Board of Directors and noting that Jean-Pierre Kinet's term of office expires at the end of this General Meeting,

decided to renew Jean-Pierre Kinet's term of office for a further three-year term, expiring at the end of the 2022 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2021.

Jean-Pierre Kinet indicated in advance that he would accept the renewal of his term of office as Director and was not subject to any incompatibility that might prevent him from exercising it.

Eighth résolution

Approval of the remuneration due or attributed during 2018 to the Chairman of the Board of Directors, Joseph Zakrzewski

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

after having taken note of the Board of Directors' report,

pursuant to the provisions of paragraph II of Article L .225-100 of the French Commercial Code,

approved the fixed, variable, and exceptional compensation components awarded or still to be attributed for the 2018 fiscal year to the Chairman of the Board of Directors under his term of office, as determined by the Board of Directors in accordance with the principles and criteria approved by the General Meeting of the Company on 16 May 2018 pursuant to its ninth resolution and detailed in the

report of the Board of Directors on corporate governance, section 2.4 "Approval of the remuneration components due or awarded for the year 2018 to the Chairman and to the CEO".

Ninth résolution

Approval of the compensation due or attributed during 2018 to the Chief Executive Officer, Judith Greciet

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

after having taken note of the Board of Directors' report,

pursuant to the provisions of paragraph II of Article L. 225-100 of the French Commercial Code,

approved the fixed, variable, and exceptional compensation components awarded or still to be attributed for the 2018 fiscal year to the Chief Executive Officer under her term of office, as determined by the Board of Directors in accordance with the principles and criteria approved by the General Meeting of the Company on 16 May 2018, pursuant to its ninth resolution and detailed in the report of the Board of Directors on corporate governance, section 2.4 "Approval of the remuneration components due or awarded for the year 2018 to the Chairman and to the CEO".

Tenth résolution

Approval of the principles and criteria of the determination, allocation, and attribution of fixed, variable, and exceptional items making up the total remuneration and benefits in kind due to Joseph Zakrzewski for his term as Chairman of the Board of Directors and to his successor for his term as Chairman of the Board of Directors;

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having considered the report prepared pursuant to the provisions of Article L.225-37-2 of the Commercial Code,

approved the principles and criteria for determining, allocating, and attributing the fixed, variable, and exceptional items of the total remuneration and benefits in kind presented in the aforementioned report and attributable to Joseph Zakrzewski for his term of office as Chairman of the Board of Directors for the fiscal year 2019; these principles and criteria will also apply to the new Chairman of the Board of Directors to be appointed to replace Joseph Zakrzewski

Eleventh résolution

Approval of the principles and criteria of the determination, allocation, and attribution of fixed, variable, and exceptional items making up the total remuneration and benefits in kind attributable to Judith Greciet for her term as Chief Executive Officer

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having considered the report prepared pursuant to the provisions of Article L.225-37-2 of the

Commercial Code,

approved the principles and criteria for determining, allocating, and attributing the fixed, variable, and exceptional items of the total remuneration and benefits in kind presented in the aforementioned report and attributable to Judith Greciet for her term of office as Chief Executive Officer for the fiscal year 2019.

Twelfth résolution

Approval of the share option or purchase plan as adopted by the Board of Directors on 27 July 2018

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the Board of Directors' report,

approved the 2018 share option or purchase plan as adopted by the Board of Directors on 27 July 2018.

Thirteenth résolution

Authorisation to be granted to the Board of Directors to implement a share buyback programme

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the Board of Directors' report,

authorised the Board of Directors, with the option to subdelegate the authorisation under the conditions provided by law, for a period of eighteen (18) months from this date, to acquire the shares of the Company, under the conditions provided for in Articles L. 225-209 *et seq.* of the Commercial Code, Articles 241-1 to 241-6 of the general rules of the Financial Markets Authority and Regulation 2273/2003 of the European Commission of 22 December 2003, and in accordance with accepted market practices as published by the Financial Markets Authority,

decided that the shares may be bought, sold, or transferred by any means, in accordance with the applicable stock exchange regulations and accepted market practices published by the Financial Markets Authority, in particular:

- through a tender or share exchange offer;
- through the use of options or other forward financial instruments traded on regulated markets, multilateral trading systems, with systematic internalisers or traded over-the-counter or through delivery of shares following the issuance of transferable securities giving access to the capital of the Company by conversion, exchange, redemption, exercise of a warrant or otherwise, either directly or indirectly through an investment service provider;
- through the block purchase of securities, or through a multilateral trading system or systematic internaliser, with no restriction applying to the portion of buybacks carried out through block trades, which may account for the entire programme;

decided that the authorisation may be used to:

- ensure the liquidity of the Company's shares under a liquidity agreement to be entered into with an investment service provider, in line with the code of ethics agreed by the Financial Markets Authority;
- honour obligations related to share option plans, grants of bonus shares, employee savings plans, or other allocations of shares to employees and officers of the Company or affiliated companies;
- deliver shares upon the exercise of rights attached to securities giving access to the capital;
- purchase shares for holding and subsequent delivery as exchange or payment in connection with potential acquisitions, in accordance within the market practices agreed by the Financial Markets Authority; or
- more generally, operate for any purpose that may be authorised by law or any market practice that may be accepted by the market authorities, provided that, in such circumstances, the Company would inform its shareholders through a press release;

decided to set the maximum unit price per share (excluding fees and commissions) at €10, with an overall limit of €1,000,000, it being specified that during the period of validity of this authorisation this purchase price will be adjusted if necessary to take into account equity transactions, particularly in the event of capitalisation of reserves, grant of bonus shares, division or consolidation of shares;

decided that the maximum number of shares that may be purchased under this resolution cannot, at any time, exceed 10% of the total number of shares in the share capital at any time whatsoever, this percentage applying to a capital adjusted for transactions affecting it after this general meeting, it being specified that (i) if the shares are acquired with the aim of increasing the liquidity of the Company's shares under the conditions defined by the Financial Markets Authority's General Regulations, the number of shares taken into account for the calculation of this limit will correspond to the number of shares purchased net of the number of shares sold during the term of the authorisation, and (ii) if they are held for holding and subsequent delivery in payment or exchange in the context of a merger, spin-off or contribution, the number of shares acquired may not exceed 5% of the total number of shares;

gave all powers to the Board of Directors, with the option to subdelegate such powers under the conditions provided by law, in order to implement this authorisation, in particular to judge whether to implement a share buyback programme and determine the terms thereof, to place all stock market orders, sign all acts of transfer, enter into all agreements, all liquidity contracts, all option contracts, make all declarations to the Financial Markets Authority or any other body, and handle all necessary formalities, including attributing or reattributing the shares acquired to the various formalities and, in general, do everything that is necessary;

decided that these transactions cannot be performed while a takeover bid for the Company is in progress.

For the unused portion, this authorisation cancels any prior authorisation given to the Board of Directors to transact as such on the Company shares.

Terms for attending the General Meeting

Any shareholder, regardless of the number of shares owned, may attend this General Meeting.

Justification of the right to participate in the General Meeting

Any shareholder may justify his right to participate to the shareholders' meeting through the recording of the shares in the name of the shareholder or of the intermediary registered on his behalf, on the **24 April 2019**, at midnight, Paris time, either in the nominative securities' accounts held by the company (or its representative) or in the bearer securities' accounts held by Société Générale, or in bearer accounts held by an authorised custodian.

The registration of shares in the bearer share accounts held by an authorised intermediary is evidenced by a certificate of participation issued by the latter, attached to the remote voting form or proxy form or upon request of the admission card in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate is also issued to the shareholder wishing to physically participate in the General Meeting and who has not received his admission card on the second business day preceding the Meeting at midnight, Paris time.

Methods for attending the General Meeting

The shareholder has several way in which to participate in the General Meeting. He may (1) personally attend the General Meeting or (2) participate remotely by giving a proxy to the Chairman or any other individual or legal entity of his choice, or by returning the postal voting form.

1. Shareholder wishing to personally attend the meeting:

- The registered shareholder must request an admission card from Société Générale - Service assemblées - 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 (fax: 02.51.85.57.01); if he has not received his admission card by the second business day prior to the General Meeting, he can go on the day of the Assembly at the counter provided for this purpose, along with proof of identity.
- The holder of bearer shares will have to ask the authorised intermediary who manages his account for an admission card to be sent to him.

2. Shareholders not attending this meeting in person and wishing to vote by post or be represented by providing a proxy to the chairman of the Meeting, their spouse or partner with whom they have entered into a civil partnership or to another person may:

- for registered shareholders: send in the sole voting form by post or by proxy, which will be sent to him with the convening notice, to the following address: Société Générale - Service assemblées – 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3;
- for the holder of bearer shares: ask for this form from the intermediary who manages his shares, as of the date of notice of the Meeting. The sole voting form by post or by proxy must be sent along with a certificate of participation issued by his financial intermediary and returned by the latter to the following address: Société Générale - Service assemblées – 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3;

Requests for the voting form must reach Société Générale via the shareholder's financial intermediary at the address indicated above at least six days before the date of the meeting, i.e. **20 April 2019**.

Only duly completed voting forms received at Société Générale at the address indicated above at least three clear days before the scheduled date of the meeting, i.e. no later than **23 April 2019**, along with the certificate of participation issued by an authorised intermediary for bearer shares will be taken into account.

In accordance with Article R.225-79 of the Commercial Code, the notification of the appointment and revocation of a proxy representative can be made electronically, as follows:

- For registered shareholders: they must send an email to the following address: **ag2019@onxeo.com** specifying one's full name, address and Societe Generale identification number for directly registered shareholders (information available at the top left of the account statement) or his identification number with his financial intermediary if he is a holder of administered registered shares as well as the full name and address of the appointed or revoked agent;
- for holders of bearer shares: they must send an email to the following address: **ag2019@onxeo.com** specifying their full name, address and bank details as well as the full name and address of the appointed or revoked representative. The shareholder must then imperatively ask the financial intermediary that manages his account to send written confirmation to Société Générale, Service Assemblées, 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.

In order for the duly signed and completed mandate appointments or revocation to be validly taken into account, they must reach the Company or Société Générale no later than:

- the eve of the General Meeting, i.e. on **25 April 2019 before 3 p.m.** (Paris time), for notifications by electronic means;
- at least three days before the date of the Meeting, i.e. on **23 April 2019**, for notifications sent by post.

It is stipulated that any shareholder having already cast his vote, sent a proxy or asked for an admission card or certificate of attendance:

- cannot choose another method of participation;
- may at any time transfer all or part of his shares. If the transfer takes place before **24 April 2019 at midnight** Paris time, the Company will invalidate or amend, as appropriate, the postal vote, proxy, admission card, or certificate of participation. For this purpose, the authorised financial intermediary shall notify the Company or its agent of the transfer and forward the necessary information.

Requests to add draft resolutions or items to the agenda

Requests to add draft resolutions or items to the agenda of the General Meeting fulfilling the conditions provided for by Articles L.225-105, R.225-71, and R.225-73 of the Commercial Code, presented by shareholders, must, in accordance with the legal provisions, reach ONXEO, 49, Boulevard

du General Martial Valin, 75015 Paris, by registered letter with acknowledgement of receipt or by electronic communication, no later than the **twenty-fifth day** preceding the date of the General Meeting.

These requests must be sent along with a registration certificate that justifies the possession or the representation by the authors of the request of the proportion of the capital required by Article R.225-71 above. In addition, the examination by the General Meeting of the items or draft resolutions filed by the shareholders in accordance with the regulations is subject to the submission by the authors of the request of a new certificate justifying the registration of their shares under the same conditions by the second business day preceding the Meeting.

The text of the draft resolutions submitted by the shareholders and the list of items added to the agenda at their request will be posted on the Company's website **www.onxeo.com** as soon as the aforementioned conditions are fulfilled.

Questions in writing

Any shareholder may also formulate a written question. These questions should be addressed:

- To the head office at 49 boulevard du General Martial Valin, 75015 Paris by registered letter with acknowledgement of receipt, addressed to the Chairman of the Board of Directors,
- to the following email address **ag2019@onxeo.com**,

four working days, at the latest before the General Meeting, i.e. on **19 April 2019**, along with a certificate of registration either in the registered securities accounts or in the bearer securities accounts kept by the authorised intermediary.

Shareholders' right to information

All the documents and information referred to in Article R.225-73-1 of the Commercial Code will be available on the website of the company **www.onxeo.com** as of the twenty-first day before the General Meeting.

The Board of Directors